

**UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

IN RE ELECTRONIC BOOKS ANTITRUST LITIGATION)	No. 11-md-02293 (DLC) ECF Case
This Document Relates to:)	<u>CLASS ACTION</u>
ALL ACTIONS)	

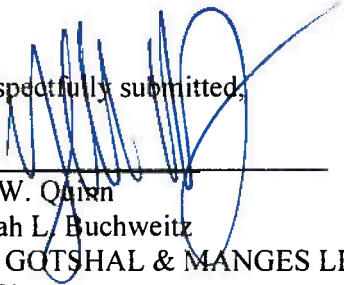
**DEFENDANTS HACHETTE, HARPERCOLLINS, AND SIMON & SCHUSTER'S
MOTION FOR AND MEMORANDUM IN SUPPORT OF FINAL APPROVAL OF
CLASS PLAINTIFFS' SETTLEMENT**

Defendants Hachette Book Group, Inc., Hachette Digital Inc., and Hachette Livre SA (collectively, "Hachette"), HarperCollins Publishers L.L.C. ("HarperCollins"), and Simon & Schuster, Inc., and Simon & Schuster Digital Sales, Inc. (collectively, "Simon & Schuster") respectfully request that this Court grant this motion and enter an Order containing the findings and relief requested in the Class Plaintiffs' Motion for Final Approval of Settlement Agreement and Distribution Plan and accompanying papers ("Plaintiffs' Motion").

The Settlement Agreement was extensively negotiated by the Class Plaintiffs and each of the above-named Defendants, at arm's length and with the assistance of the Honorable Kimba M. Wood. The Settlement Agreement and Distribution Plan are fair, reasonable, and adequate, and easily meet the standards for final approval. Therefore, Hachette, HarperCollins, and Simon & Schuster respectfully request that this Court grant this motion and the Plaintiffs' Motion.

Dated: November 26, 2013

Respectfully submitted,



James W. Quinn
Yehudah L. Buchweitz
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, NY 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
james.quinn@weil.com
yehudah.buchweitz@weil.com

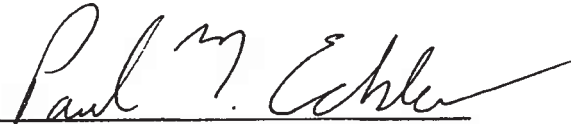
*Attorneys for Simon & Schuster, Inc. and Simon &
Schuster Digital Sales, Inc.*



Walter B. Stuart
Richard S. Snyder, Sr.
Samuel J. Rubin
FRESHFIELDS BRUCKHAUS DERINGER US LLP
601 Lexington Avenue
New York, New York 10022
212-277-4000 (telephone)
212-277-4001 (facsimile)
walter.stuart@freshfields.com
samuel.rubin@freshfields.com

701 Pennsylvania Avenue, Suite 600
Washington D.C. 20004-2692
Phone: 202-777-4500
Fax: 202-777-4555
richard.snyder@freshfields.com

***Attorneys for Hachette Book Group, Inc., Hachette
Digital Inc., and Hachette Livre SA***



Shepard Goldfein
Clifford H. Aronson
Paul M. Eckles
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, NY 10036
(212) 735-3000
shepard.goldfein@skadden.com

C. Scott Lent
ARNOLD & PORTER LLP
399 Park Avenue
New York, NY 10022-4690
Tel.: (212) 715-1784
Fax: (212) 715-1399
Scott.Lent@aporter.com

Attorneys for HarperCollins Publishers L.L.C.